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*AIG Asset Management (U.S.), LLC, et al.,  
Allstate Insurance Company, et al.,  
Massachusetts Mutual Life Insurance Company, and  
Prudential Insurance Company of America, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	
	)	

**REQUEST FOR JUDICIAL NOTICE IN SUPPORT OF MOTION OF AIG ASSET  
MANAGEMENT (U.S.), LLC, THE ALLSTATE ENTITIES, MASSACHUSETTS  
MUTUAL LIFE INSURANCE COMPANY, AND THE PRUDENTIAL ENTITIES FOR  
AN ORDER UNDER BANKRUPTCY RULE 3013 CLASSIFYING RMBS FRAUD  
CLAIMS IN THE SAME CLASS AS THE SECURITIZATION TRUSTS' CLAIMS FOR  
PURPOSES OF ANY CHAPTER 11 PLAN FOR THE DEBTORS**

In connection with their concurrently-filed *Motion for an Order Under Bankruptcy Rule 3013 Classifying RMBS Fraud Claims in the Same Class as the Securitization Trusts' Claims for Purposes of Any Chapter 11 Plan for the Debtors*, AIG Asset Management (U.S.), LLC, the Allstate Entities, Massachusetts Mutual Life Insurance Company, and the Prudential Entities

respectfully request that this Court take judicial notice of the following documents under Rule 201 of the Federal Rules of Evidence:

**Exhibit 1:** The First Amended Complaint and exhibits thereto, dated April 15, 2011, for *Allstate Ins. Co. v. GMAC Mortgage, LLC*, No. 27-cv-11-3480, in the District Court for the State of Minnesota, Fourth Judicial District, Hennepin County.

**Exhibit 2:** The Order dated November 28, 2011, in *Allstate Ins. Co. v. GMAC Mortgage, LLC*, No. 27-cv-11-3480, in the District Court for the State of Minnesota, Fourth Judicial District, Hennepin County.

True and correct copies of the foregoing documents are attached hereto. AIG Asset Management (U.S.), LLC, the Allstate Entities, Massachusetts Mutual Life Insurance Company, and the Prudential Entities respectfully requests that this Court take judicial notice of Exhibits 1 and 2 because they are documents filed with the District Court for the State of Minnesota, Fourth Judicial District, Hennepin County.

The Court may take judicial notice of Exhibits 1 and 2 because they are matters of public record, whose contents are relevant to the instant motion, and whose authenticity is readily verifiable. *See, e.g.*, Fed. R. Evid. 201(b); *Roe v. Johnson*, 334 F. Supp. 2d 415, 419-20 & n.6 (S.D.N.Y. 2004) (“(C)ourt may take judicial notice of a public record pursuant to Rule 201(b),” including “prior complaints filed . . . and opinions issued in () prior actions.”); *Singh v. U.S. Dep’t of Homeland Sec.*, 526 F.3d 72, 81 n.9 (2d Cir. 2008) (taking judicial notice of public records).

*[signature page follows]*

Dated: November 27, 2012  
New York, New York

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/s/ Scott C. Shelley

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